

**REDEVELOPMENT AUTHORITY
OF THE
CITY OF APPLETON, WISCONSIN**

November 11, 2020

Resolution No. _____

**Resolution Authorizing Execution of
Certain Amendment Documents Relating to the Authority's
Adjustable Rate Demand Redevelopment Revenue Bonds, Series 2001B
(Fox Cities Performing Arts Center Project)**

WHEREAS, pursuant to Section 66.1333 of the Wisconsin Statutes (the “**Act**”) and to a Trust Indenture, dated as of December 1, 2001, as supplemented by a First Supplemental Trust Indenture, dated as of September 1, 2009 (collectively, the “**Original Indenture**”), between the Redevelopment Authority of the City of Appleton, Wisconsin (the “**Authority**”) and U.S. Bank National Association, as trustee (the “**Trustee**”), the Authority has issued its \$36,700,000 Adjustable Rate Demand Redevelopment Revenue Bonds, Series 2001B (Fox Cities Performing Arts Center Project), of which the entire principal amount remains outstanding (the “**Bonds**”); and

WHEREAS, the proceeds of the Bonds were made available to Fox Cities Performing Arts Center, Inc. (the “**Corporation**”) to finance a redevelopment project, including the acquisition and construction of a performing arts facility, now known as the Fox Cities Performing Arts Center (the “**Project**”), in the City of Appleton, Wisconsin (the “**City**”) pursuant to a Loan Agreement, dated as of December 1, 2001, as supplemented by a First Supplemental Loan Agreement, dated as of September 1, 2009 (collectively, the “**Original Loan Agreement**”), between the Authority and the Corporation; and

WHEREAS, the Bonds are currently secured by a direct pay letter of credit (the “**Existing Letter of Credit**”) issued by JPMorgan Chase Bank N.A.; and

WHEREAS, as additional security for the Bonds, the Corporation delivered to the Authority a mortgage on certain of its property as provided in a Mortgage, Security Agreement and Fixture Filing, dated as of November 1, 2001 (the “**Original Mortgage**”) by the Corporation for the benefit of the Authority, and assigned by the Authority to the Trustee; and

WHEREAS, the Corporation wishes to provide a substitute letter of credit (the “**Alternate Credit Facility**”) to be issued by Associated Bank, National Association, in substitution for the Existing Letter of Credit, to be effective on December 18, 2020 (the “**Effective Date**”); and

WHEREAS, as contemplated under the Original Indenture, the Bonds are subject to mandatory tender on the Effective Date and a notice of Alternate Credit Facility will be delivered

by the Corporation to the Authority and other parties no later than 30 days prior to the Effective Date (the “**Notice**”); and

WHEREAS, the Corporation has now requested various updates to certain original Bond documents, including, but not limited to, the Original Indenture, the Original Loan Agreement, and the Original Mortgage which include modernizing and updating certain provisions therein and conforming changes among the documents; and

WHEREAS, the proposed amendments to certain original Bond documents, including, but not limited to, the Original Indenture, the Original Loan Agreement, the Original Mortgage as herein recited will, in the judgment of this body, based on representations of the Corporation, allow the Project to continue to serve the intended accomplishments of public purpose and in all respects, and conform to the provisions and requirements of the Act in furtherance of the redevelopment plan for the redevelopment area in which the Project is situated; and

WHEREAS, the Corporation has presented the Authority with (i) a proposed Amended and Restated Indenture of Trust (the “**Indenture**”) to be entered into between the Authority and the Trustee, pursuant to which the Original Indenture would be modified to modernized certain provisions and reflect current parties involved in the Bonds, (ii) a proposed Amended and Restated Loan Agreement (the “**Loan Agreement**”) to be entered into between the Authority and the Corporation, pursuant to which the Original Loan Agreement and the promissory note issued thereunder would be modified to conform to the changes made in the Indenture, (iii) a proposed Assignment to Amended and Restated Mortgage (“**Assignment**”) whereby the Authority will assign the proposed Amended and Restated Mortgage, Security Agreement and Fixture Filing, to be dated as of December 18, 2020, to be delivered by the Corporation for the benefit of the Authority, to the Trustee, and (iv) a Remarketing Circular prepared in connection with the remarketing of the Bonds (the “**Remarketing Circular**”);

NOW, THEREFORE, THE AUTHORITY RESOLVES AS FOLLOWS:

Section 1. The Indenture, the Loan Agreement, the Assignment, and the Remarketing Circular, in substantially the forms presented to the Authority, are hereby approved. The Executive Director is authorized and directed to cause the Remarketing Circular to be distributed to any banks, underwriters, investment houses, or the like, deemed to be advisable as potential purchasers in connection with the remarketing of the Bonds. The Executive Director of the Authority, or a deputy if necessary, is hereby authorized and directed on behalf of the Authority to execute and deliver the Indenture, the Loan Agreement, the Assignment, and the Remarketing Circular, with such revisions, additions, or deletions as may be approved by said officer or deputy, which approval shall be conclusively evidenced by such execution and delivery.

Section 2. The Chairperson and the Executive Director are hereby authorized and directed to execute, either manually or by facsimile, and deliver replacement Bonds in the outstanding aggregate principal amount of the Bonds set forth above in exchange for the original Bonds. The Executive Director is also authorized and directed to prepare, or to cause to be prepared, and executed, any such other documents, including a disclosure document, opinions,

certificates, an assignment to the replacement promissory note, and closing or post-closing instruments, as may be required in connection with the remarketing of the Bonds, this Resolution, or as may be determined necessary by such officer, by counsel for the Authority, or by bond counsel.

Section 3. This Resolution shall be effective immediately upon its adoption and approval.

Adopted: November 11, 2020

Chairperson

Executive Director

CERTIFICATIONS BY EXECUTIVE DIRECTOR

I, Karen Harkness, hereby certify that I am the duly qualified and acting Executive Director of the Redevelopment Authority of the City of Appleton, Wisconsin (the “**Authority**”), and as such I have in my possession, or have access to, the complete corporate records of said Authority and of its Commissioners (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

**Resolution Authorizing Execution of
Certain Amendment Documents Relating to the Authority’s
Adjustable Rate Demand Redevelopment Revenue Bonds, Series 2001B
(Fox Cities Performing Arts Center Project)**

I do hereby further certify as follows:

1. **Meeting Date.** On November 11, 2020, a meeting of the Governing Body was held commencing at _____ a.m.
2. **Posting.** On November ____, 2020 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Authority's offices in Appleton, Wisconsin a notice setting forth the time, date, location, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On November ____, 2020 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, location, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Authority.
4. **Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** Said meeting was duly called to order by the Chairperson (the “**Presiding Officer**”), who chaired the meeting. Upon roll call, I noted and recorded that there were _____ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, _____ of the Governing Body members voted Aye, _____ voted Nay, and _____ Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Authority, if any, hereto on November ____, 2020.

Executive Director

[NO SEAL]